



Proposed Resolutions of the Supervisory Board

for the

Extraordinary General Meeting on January 27, 2025

[Disclaimer: This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.]

Agenda item 1:

Elections to the Supervisory Board.

On January 2, 2025, the chairman of the Supervisory Board Josef Blazicek declared to resign from the Company's Supervisory Board with effect as of the end of the next General Meeting.

Pursuant to § 7 of the Articles of Association of the Company, the Supervisory Board consists of at least three members elected by the General Meeting.

The Supervisory Board has so far consisted of six members elected by the General Meeting.

At the upcoming Extraordinary General Meeting, one member is to be elected in order to maintain the number of six members elected by the General Meeting.

The Supervisory Board therefore proposes that Stephan Zöchling, born on January 20, 1972, be elected to the Supervisory Board of the Company with effect from the end of the Extraordinary General Meeting on January 27, 2025, and in accordance with § 7 of the Articles of Association and § 87 (7) Austrian Stock Corporation Act ("AktG"), until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2028 financial year.

Stephan Zöchling has submitted a declaration in accordance with § 87 (2) AktG, which has been made available on the Company's website together with the supporting documents of the General Meeting.

The General Meeting is bound by the election proposals in the following manner. Proposals for the election of Supervisory Board members, including the declarations pursuant to § 87 (2) AktG for each proposed person, must be made available on the company's website by January 20, 2025 at the latest, otherwise the person concerned may not be included in the vote. This also applies to nominations of shareholders pursuant to § 110 AktG, which must be received by the company in text form by no later than January 16, 2025, whereby reference is made to the details and requirements for considering such nominations in section V paragraph 2 of the invitation.

Agenda item 2:

Resolution on the authorisation of the Executive Board to issue financial instruments within the meaning of § 174 of the Austrian Stock Corporation Act ("AktG"), in particular convertible bonds, profit participation bonds and participation rights, which may also grant subscription and/or conversion rights for the acquisition of shares in the Company, with the exclusion of shareholders' subscription rights to these financial instruments, alongside the revocation of the existing authorisation of the Annual General Meeting held on April 21, 2023.

At the Company's 26th Annual General Meeting on April 21, 2023, the shareholders authorised the Executive Board, with the approval of the Supervisory Board, to issue financial instruments as defined in § 174 AktG, in particular convertible bonds, participating bonds and participation rights with a total nominal amount of up to EUR 350,000,000.00, which may also grant subscription and/or conversion rights for the acquisition of up to 4,375,000 shares in the Company.

The conditional capital increase (Conditional Capital 2023) approved at the Annual General Meeting on April 21, 2023 represents only around 13% of the current share capital of the Company.

This existing authorisation to issue financial instruments within the meaning of Section 174 AktG and the Conditional Capital 2023 are now to be revoked and a new authorisation and a new Conditional Capital 2025, which is to correspond to 50% of the Company's current share capital, are to be resolved. This is intended to give the Executive Board the necessary flexibility to react quickly to financing and/or liquidity requirements of the PIERER Mobility Group.

With regard to the exclusion of subscription rights, it should be noted that this is objectively justified by the objectives pursued. The PIERER Mobility Group is in a difficult economic situation. In particular at the level of KTM AG, which is currently undergoing reorganisation proceedings, a capital injection will be required in the short term to fulfil the quota under the reorganisation plan. Securing debt and equity financing will therefore be a key challenge for PIERER Mobility AG in the coming months in order to provide its main subsidiary, KTM AG, with supporting capital. The issue of financial instruments in accordance with § 174 AktG, excluding the subscription rights of existing shareholders, is intended to enable the Executive Board to secure sustainable financing for the Company and its subsidiaries at short notice, flexibly and customised to the needs of the Group and potential investors. Financial instruments in accordance with § 174 AktG can be used to optimise the capital structure, reduce financing costs and tap into new groups of investors. This is of considerable importance for the sustainable continued existence of the Company and its associated companies, particularly in difficult economic conditions, and is therefore in the interests of the company and its shareholders.

The exclusion of subscription rights is also appropriate and necessary because the expected injection of debt capital or equity capital through a target group-specific orientation of the financial instruments within the meaning of § 174 AktG can simplify the raising of capital and thus enable sustainable financing of the Company, which is to the benefit of the Company and, consequently, all shareholders. Without the exclusion of subscription rights, it is not possible for the Company to react as quickly and flexibly to favourable market conditions or special investor requirements. Moreover, the exclusion of subscription rights is common practice for such financial instruments, as they are primarily aimed at institutional and other professional investors. The exclusion of subscription rights is also necessary in order to be able to react quickly and flexibly to current developments in the reorganisation process of KTM AG.

The Executive Board expects that the advantage for the Company from the issuance of financial instruments within the meaning of § 174 AktG, excluding subscription rights, will benefit all shareholders and clearly outweigh the (potential) relative loss of interest for the shareholders excluded from the subscription rights, so that overall, the Company's interest outweighs the disadvantage to shareholders from the exclusion of subscription rights.

The aim is to enable the Executive Board to raise capital by issuing financial instruments and to gain flexible and rapid access to attractive financing. This should also enable the Executive Board to react to current developments in the reorganisation process of KTM AG.

The Supervisory Board proposes that the General Meeting adopts the following resolution:

- a) The General Meeting revokes the authorisation of the Executive Board resolved by the Annual General Meeting on April 21, 2023, with the approval of the Supervisory Board, to issue financial instruments within the meaning of § 174 AktG until April 21, 2028.
- b) The Executive Board shall be authorised, with the consent of the Supervisory Board, to issue financial instruments as defined in § 174 AktG, in particular convertible bonds, profit participation bonds and participation rights, with a total nominal amount of up to EUR 900.000.000,00, which may also grant the subscription and/or conversion rights to acquire up to 16,898,267 shares in the Company and/or are also structured in such a way that they can be reported as equity, including in several tranches and in different combinations, and also indirectly by way of a guarantee for the issue of financial instruments by an affiliate of the Company with conversion and/or subscription rights to shares in the Company.
- c) The Executive Board can use the conditional capital and/or treasury shares or a combination of conditional capital and treasury shares to service the conversion and/or subscription rights.
- d) Within the scope of this authorization, the Executive Board may only issue financial instruments that grant the creditor subscription rights to acquire shares in the company to the extent that no more than 16,898,267 new shares in the company are created if all subscription rights of these financial instruments are exercised, which number shall be determined by also taking into account all shares issued or to be issued from the authorized capital 2022 (as resolved at the Annual General Meeting on 29 April 2022 under agenda item 9).
- e) The issue price and terms of the financial instruments are to be determined by the Executive Board with the consent of the Supervisory Board, whereby the issue price is to be determined in accordance with standard market financial methods and the price of the Company's shares in a standard market pricing procedure. The issue price of the shares to be issued upon conversion (exercise of the conversion and/or subscription rights) and the conversion and/or subscription ratio shall be determined in accordance with accepted financial mathematical methods and the price of the Company's shares (basis of the calculation of the issue price); the issue price of the shares to be issued must not be lower than the pro-rata amount of the share capital.
- f) Shareholders' subscription rights to the financial instruments within the meaning of § 174 (4) AktG are excluded.

Please refer to the written report of the Executive Board in accordance with §§ 174 (4) in conjunction with 153 (4) sentence 2 AktG.

Agenda item 3:

Resolution on the conditional increase of the Company's share capital in accordance with § 159 (2) (1) AktG for issuance to creditors of financial instruments in accordance with § 174 AktG, alongside the revocation of the existing conditional increase of the share capital in accordance with § 159 (2) (1) AktG pursuant to the resolution of the Annual General Meeting held on April 21, 2023 and the corresponding amendment to the Articles of Association in Section 5a.

The conditional capital increase (Conditional Capital 2023) resolved by the Annual General Meeting on April 21, 2023 represents only around 13% of the current share capital and should therefore be revoked and a new conditional capital increase resolved. Based on the current number of shares issued by the Company, the proposed new conditional capital increase amounts to 50% (fifty percent) of the share capital. The nominal amount of the Company's conditional capital thus does not exceed half of the current share capital of the Company. The issue price of the shares is determined in accordance with standard financial mathematical methods and the price of the company's shares (basis for

calculating the issue price).

No financial instruments in accordance with § 174 AktG have been issued by the Company under the Conditional Capital 2023 granted in accordance with the resolution of the Annual General Meeting on April 21, 2023.

The conditional capital increase is intended to service any financial instruments that may be issued (as referred to in item 2 of this agenda) and may expressly only be carried out to the extent that creditors of financial instruments exercise their conversion and/or subscription rights to shares of the company.

The Supervisory Board proposes that the General Meeting adopts the following resolution:

- a) The General Meeting revokes the conditional increase of the Company's share capital resolved in the ordinary General Meeting on April 21, 2023, pursuant to § 159 (2) AktG, by up to EUR 4,375,000.00 through the issuance of up to 4,375,000 non-par value bearer shares (no-par shares) to be issued to creditors of financial instruments according to § 174 AktG.
- b) The General Meeting resolves the conditional increase of the Company's share capital in accordance with § 159 (2) (1) AktG by up to EUR 16,898,267.00 by issuing up to 16,898,267 ordinary bearer shares with no par value for issue to creditors of financial instruments in accordance with § 174 AktG, which are issued by the Company utilising the authorisation granted by this General Meeting, to the extent that the creditors of the financial instruments make use of their conversion and/or subscription rights to shares in the Company. The issue price and the conversion and/or subscription ratio are to be determined in accordance with standard market financial methods and the price of the Company's shares in a standard market pricing procedure (basis for calculating the issue price). The issue price must not be lower than the pro-rata amount of the share capital. The new shares issued under the conditional capital increase shall be entitled to dividends to the same extent as the existing shares of the Company. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to adopt amendments to the Articles of Association that result from the issuance of shares from the conditional capital.
- c) The corresponding amendment to the Articles of Association in § 5a so that this provision henceforth reads as follows:

„5a Conditional Capital

The share capital of the Company shall be conditionally increased pursuant to § 159 (2) (1) AktG by up to EUR 16,898,267.00 by issuing up to 16,898,267 ordinary bearer shares with no par value for issue to creditors of financial instruments in accordance with § 174 AktG as defined by the resolution of the General Meeting of January 27, 2025, which are issued by the Company utilising the authorisation granted at this General Meeting. The capital increase may only be carried out to the extent that the creditors of the financial instruments make use of their right to exchange and/or subscribe to shares in the Company. The issue price and the exchange and/or subscription ratio are to be determined in accordance with standard market financial-mathematical methods and the price of the Company's shares in a standard market pricing procedure (basis for calculating the issue price). The issue price must not be lower than the pro-rata amount of the share capital. The new shares issued under the conditional capital increase shall be entitled to dividends to the same extent as the existing shares of the Company. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to adopt amendments to the Articles of Association that result from the issue of shares from the conditional capital.“

Wels, January 2025

PIERER Mobility AG

Supervisory Board